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LAW OFFICES OF
LOUIS E. GITOMER

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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

April 7, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 25, 2008. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

GATX Rail Locomotive Group, L.L.C.
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

CEMEX, Inc.
840 Gessner, Suite 1400
Houston, TX 77024

A description of the equipment covered by the Memorandum of Lease Agreement consists of one SD38-2 locomotive numbered LTEX 873.

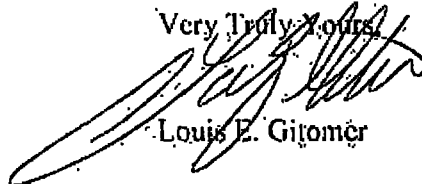
Honorable Anne K. Quinlan
April 7, 2008
Page 2

A fee of \$35.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between GATX Rail Locomotive Group, L.L.C., Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and CEMEX, Inc., 840 Gessner, Suite 1400, Houston, TX 77024, covering one SD38-2 locomotive numbered LTEX 873.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosure

APR 07 '08

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of January 25, 2008

between

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,

as Lessor,

CEMEX, INC.

as Lessee,

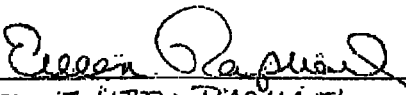
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 25, 2008, between GATX RAIL LOCOMOTIVE GROUP, L.L.C. ("Lessor"), Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, and CEMEX, INC. ("Lessee"), 840 Gessner, Suite 1400, Houston, TX 77024, with reference to the following:

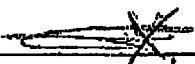
1. Pursuant to that certain Locomotive Lease Agreement dated January 25, 2008, between Lessor and Lessee (the "Lease Agreement"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, one SD38-2 locomotive with road number LTEX 873 (the "Unit").
2. In consideration for the rights granted to Lessee under the Lease Agreement, the sufficiency of which Lessee hereby acknowledges, Lessee hereby confirms and grants Lessor a first priority security interest in the Unit.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,
as Lessor

By: 
Name: EILEEN RAPHAEL
Title: VICE PRESIDENT

CEMEX, INC.
as Lessee

By: 
Name: Juan Carlos Herrera
Title: EUP Logistics

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On March 25, 2008 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires: May 17, 2011

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 4 day of April 2008, before me, Claudia Hueitt the undersigned Notary Public, personally appeared Jeff Matthews personally known to me to be the person who executed the within instrument as Martinez - Rail Transport on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Claudia Hueitt
Notary Public

My commission expires:

